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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

100002669131--0

-10/21/98--01035--023

*****70.00 *****70.00

CORPORATION(S) NAME

New-U Studios Holdings, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Fict. Filing
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ UCC-1 UCC-3
☐ CUS
☐ After 4:30
☒ Pick Up
- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out

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mtu
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Filed Stamp

Thanks, Melanie

OCT 21 1998

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LAKE ELMHURST, ILL.

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. New-U Studios Holdings, Inc
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 59-3490978
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 4, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1 HSN Drive, St. Petersburg, Florida 33729
(Current mailing address)

8. Holding Company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Barbara A Burke

(Registered agent's signature) (Officer)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James G. Gallagher

Address: 1 HSN Drive

St. Petersburg, Florida 33729

Director: Jed B. Trosper

Address: 1 HSN Drive

St. Petersburg, Florida 33729

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

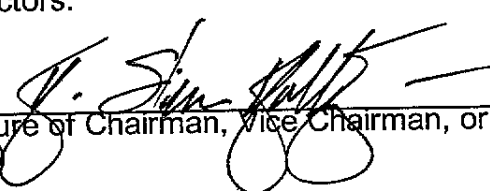
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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

 _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. H. Steven Holtzman, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
New-U Studios Holdings, Inc**

1. Victor A. Kaufman, Chief Executive Officer
Carnegie Hall Tower
152 West 57th Street, New York 10019
2. James G. Held, President
1 HSN Drive
St. Petersburg, Florida 33729
3. James G. Gallagher, Vice President, General Counsel & Secretary
1 HSN Drive
St. Petersburg, Florida 33729
4. Jed B. Trosper, Vice President and Chief Operating Officer
1 HSN Drive
St. Petersburg, Florida 33729
5. Robert Rosenblatt, Vice President, CFO & Treasurer
1 HSN Drive
St. Petersburg, Florida 33729
6. Brian Feldman, Vice President & Controller
1 HSN Drive
St. Petersburg, Florida 33729
7. H. Steven Holtzman, Assistant Secretary
1 HSN Drive
St. Petersburg, Florida 33729
8. James Lehrburger, Assistant Secretary
1 HSN Drive
St. Petersburg, Florida 33729
9. Lynn Krall, Assistant Treasurer
1 HSN Drive
St. Petersburg, Florida 33729
10. Richard Lyon, Assistant Treasurer
1 HSN Drive
St. Petersburg, Florida 33729

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW-U STUDIOS HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9352411

981395544

DATE: 10-14-98